

PROPOSED

HOUSE OF REPRESENTATIVES AMENDMENTS TO H.B. 2261

(Reference to printed bill)

1 Strike everything after the enacting clause and insert:

2 "Section 1. Section 10-203, Arizona Revised Statutes, is amended to
3 read:

4 10-203. Incorporation

5 A. Unless a delayed effective date is specified in the articles of
6 incorporation, incorporation occurs and the corporate existence begins when
7 the articles of incorporation and certificate of disclosure are
8 ELECTRONICALLY delivered to the commission for filing.

9 B. The commission's filing of the articles of incorporation and
10 certificate of disclosure is conclusive proof that the incorporators
11 satisfied all conditions precedent to incorporation except in a proceeding by
12 the state to cancel or revoke the incorporation or involuntarily dissolve the
13 corporation pursuant to chapter 14 of this title.

14 C. Subject to section 10-124, if the commission determines that the
15 requirements of chapters 1 through 17 of this title for filing have not been
16 met, the articles of incorporation and certificate of disclosure shall not be
17 filed and the corporate existence terminates at the time the commission
18 completes the determination. If the corporate existence is terminated
19 pursuant to this subsection, sections 10-1405, 10-1406 and 10-1407 apply.

20 D. ~~Within sixty days~~ After the commission has approved the filing, THE
21 COMMISSION SHALL POST a copy of the articles of incorporation ~~shall be~~
22 ~~published. An affidavit evidencing the publication shall be filed with the~~
23 ~~commission within ninety days after approval by the commission of the filing~~
24 ~~of the articles of incorporation~~ ON THE COMMISSION'S WEBSITE.

25 Sec. 2. Section 10-222, Arizona Revised Statutes, is amended to read:

26 10-222. Articles of domestication

27 A corporation transferring its domicile into this state shall
28 ELECTRONICALLY deliver to the commission for filing articles of domestication
29 setting forth:

1 1. The name of the corporation, which shall satisfy the requirements
2 of section 10-401.

3 2. The state or other jurisdiction in which the corporation was
4 originally incorporated and the date of the incorporation.

5 3. A statement that the official in charge of corporate filings in the
6 jurisdiction in which the corporation was previously incorporated will be
7 provided with a copy of the articles of domestication filed in this state.

8 4. All provisions required to be set forth in articles of
9 incorporation of corporations formed in this state as provided in section
10 10-202.

11 5. Any provisions that are not inconsistent with the laws of this
12 state and that may be set forth in articles of incorporation of corporations
13 formed in this state.

14 6. A statement that the articles of domestication have been adopted in
15 accordance with section 10-221 and the dates of actions by the shareholders
16 and board of directors constituting the adoption.

17 7. A statement that on transfer of domicile the corporation accepts
18 and will be subject to the laws of this state.

19 Sec. 3. Section 10-224, Arizona Revised Statutes, is amended to read:

20 10-224. Recording and posting of articles of domestication

21 ~~Within sixty days~~ After the commission has approved the filing of the
22 articles of domestication, ~~THE COMMISSION SHALL POST~~ a copy of the articles
23 of domestication ~~shall be published. An affidavit evidencing the publication~~
24 ~~may be filed with the commission within ninety days after approval by the~~
25 ~~commission of the filing of the articles of domestication~~ ~~ON THE COMMISSION'S~~
26 ~~WEBSITE~~. If other laws require the domesticated corporation to record its
27 articles of incorporation, the domesticated corporation shall also record the
28 articles of domestication.

29 Sec. 4. Section 10-1007, Arizona Revised Statutes, is amended to read:

30 10-1007. Restated articles of incorporation

31 A. A corporation's board of directors may restate its articles of
32 incorporation at any time with or without shareholder action.

1 B. The restatement may include one or more amendments to the articles.
2 If the restatement includes an amendment requiring shareholder approval, it
3 shall be adopted as provided in section 10-1003.

4 C. If the board of directors submits a restatement for shareholder
5 action, the corporation shall notify each shareholder, whether or not
6 entitled to vote, of the proposed shareholders' meeting in accordance with
7 section 10-705. The notice shall also state that the purpose or one of the
8 purposes of the meeting is to consider the proposed restatement and shall
9 contain or be accompanied by a copy of the restatement that identifies any
10 amendment or other change it would make in the articles.

11 D. A corporation restating its articles of incorporation shall
12 ELECTRONICALLY deliver to the commission for filing articles of restatement
13 setting forth the name of the corporation and the text of the restated
14 articles of incorporation together with a certificate setting forth:

15 1. Whether the restatement contains an amendment to the articles
16 requiring shareholder approval and, if it does not, that the board of
17 directors adopted the restatement.

18 2. If the restatement contains an amendment to the articles requiring
19 shareholder approval, the information required by section 10-1006.

20 E. Duly adopted restated articles of incorporation supersede the
21 original articles of incorporation and all amendments to them.

22 F. The commission may certify restated articles of incorporation, as
23 the articles of incorporation currently in effect, without including the
24 certificate information required by subsection D of this section.

25 G. ~~Within sixty days~~ After the commission has approved the filing, THE
26 COMMISSION SHALL POST a copy of the articles of restatement ~~shall be~~
27 ~~published. An affidavit evidencing the publication may be filed with the~~
28 ~~commission within ninety days after the approval by the commission of the~~
29 ~~filing of the articles of restatement~~ ON THE COMMISSION'S WEBSITE.

30 Sec. 5. Section 10-1008, Arizona Revised Statutes, is amended to read:
31 10-1008. Amendment pursuant to reorganization

1 A. A corporation's articles of incorporation may be amended pursuant
2 to this section without action by the board of directors or shareholders to
3 carry out a plan of reorganization confirmed by an order or decree of a court
4 of competent jurisdiction under a federal statute or a statute of this state
5 if the articles of incorporation after amendment contain only provisions
6 required or permitted by section 10-202.

7 B. Before the date of entry of a final decree in the reorganization
8 proceeding, the individual or individuals designated by the plan shall
9 **ELECTRONICALLY** deliver to the commission for filing articles of amendment
10 setting forth all of the following:

- 11 1. The name of the corporation.
- 12 2. The text of each amendment contained in the plan of reorganization.
- 13 3. The date of the court's order or decree confirming the plan of
14 reorganization containing the articles of amendment.
- 15 4. The title of the reorganization proceeding in which the order or
16 decree was entered.
- 17 5. A statement that the court had jurisdiction of the proceeding under
18 federal or state statute.

19 C. Shareholders of a corporation undergoing reorganization do not have
20 dissenters' rights except as and to the extent provided in the reorganization
21 plan.

22 D. This section does not apply after entry of a final decree in the
23 reorganization proceeding even though the court retains jurisdiction of the
24 proceeding for limited purposes unrelated to consummation of the
25 reorganization plan.

26 E. ~~Within sixty days~~ After the commission has approved the filing, **THE**
27 **COMMISSION SHALL POST** a copy of the articles of amendment ~~shall be published.~~
28 ~~An affidavit evidencing the publication may be filed with the commission~~
29 ~~within ninety days after approval by the commission of the filing of the~~
30 ~~articles of amendment~~ **ON THE COMMISSION'S WEBSITE.**

31 Sec. 6. Section 10-1503, Arizona Revised Statutes, is amended to read:
32 10-1503. Application for authority to transact business

1 A. A foreign corporation may apply for authority to transact business
2 in this state by **ELECTRONICALLY** delivering an application and a certificate
3 of disclosure to the commission for filing. The certificate of disclosure
4 shall contain the information set forth in section 10-202, subsection D and
5 is subject to the requirements of section 10-202, subsection F. The
6 application shall be executed by the corporation and shall set forth:

7 1. The name of the foreign corporation and, if its name is unavailable
8 for use in this state, a corporate name that satisfies the requirements of
9 section 10-1506.

10 2. The name of the state or country under whose law it is
11 incorporated.

12 3. Its date of incorporation and period of duration.

13 4. The street address of its principal office in its state or country
14 of incorporation.

15 5. The street address of the proposed known place of business of the
16 corporation in this state and the name and street address of its proposed
17 statutory agent in this state.

18 6. If its purpose or purposes are narrower than the transaction of any
19 or all lawful business in which corporations may engage in the state or
20 country under whose law it is incorporated, a statement of the limitations on
21 its purpose.

22 7. The names and usual business addresses of its current directors and
23 officers.

24 8. A statement of the aggregate number of shares that the corporation
25 has authority to issue, itemized by classes, par value of shares, shares
26 without par value and series, if any, within a class.

27 9. A statement of the aggregate number of issued shares itemized by
28 classes, par value of shares, shares without par value and series, if any,
29 within a class.

30 10. A brief statement of the character of business that the corporation
31 initially intends actually to conduct in this state. This statement does not
32 limit the character of business that the corporation ultimately conducts.

1 B. The foreign corporation shall ELECTRONICALLY deliver the
2 application and the certificate of disclosure to the commission, together
3 with a copy of its articles of incorporation, any amendments to the articles
4 of incorporation and a certificate of existence or a document of similar
5 import duly authenticated by the secretary of state or other official having
6 custody of corporate records in the state or country under whose law it is
7 incorporated, and the nonrefundable fees required by law.

8 C. After determining that the application sets forth the information
9 required by this section, does not use as the name of the corporation in this
10 state a name that is in violation of section 10-1506 and appears in all other
11 respects to conform to the requirements of this article, the commission shall
12 file the application. The date of filing shall be the date on which the
13 corporation is granted authority to transact business in this state.

14 D. ~~Within sixty days~~ After the commission has approved the filing, THE
15 COMMISSION SHALL POST a copy of the application ~~shall be published. An~~
16 ~~affidavit evidencing the publication may be filed within ninety days after~~
17 ~~approval by the commission of the filing of the application~~ ON THE
18 COMMISSION'S WEBSITE.

19 E. A foreign corporation authorized to transact business in this state
20 is subject to section 10-1623.

21 Sec. 7. Section 10-3203, Arizona Revised Statutes, is amended to read:

22 10-3203. Incorporation

23 A. Unless a delayed effective date is specified in the articles of
24 incorporation, incorporation occurs and the corporate existence begins when
25 the articles of incorporation and certificate of disclosure are
26 ELECTRONICALLY delivered to the commission for filing.

27 B. The commission's filing of the articles of incorporation and
28 certificate of disclosure is conclusive proof that the incorporators
29 satisfied all conditions precedent to incorporation except in a proceeding by
30 the state to cancel or revoke the incorporation or involuntarily dissolve the
31 corporation pursuant to chapter 37 of this title.

1 C. Subject to section 10-3124, if the commission determines that the
2 requirements of chapters 24 through 42 of this title for filing have not been
3 met, the articles of incorporation and certificate of disclosure shall not be
4 filed and the corporate existence terminates at the time the commission
5 completes the determination. If the corporate existence is terminated
6 pursuant to this subsection, sections 10-11404, 10-11405 and 10-11406 apply.

7 D. ~~Within sixty days~~ After the commission has approved the filing, THE
8 COMMISSION SHALL POST a copy of the articles of incorporation ~~shall be~~
9 ~~published. An affidavit evidencing the publication may be filed with the~~
10 ~~commission within ninety days after approval by the commission of the filing~~
11 ~~of the articles of incorporation~~ ON THE COMMISSION'S WEBSITE.

12 Sec. 8. Section 10-3222, Arizona Revised Statutes, is amended to read:

13 10-3222. Articles of domestication

14 A corporation transferring its domicile into this state shall
15 ELECTRONICALLY deliver to the commission for filing articles of domestication
16 setting forth:

17 1. The name of the corporation, which shall satisfy the requirements
18 of section 10-3401.

19 2. The state or other jurisdiction in which the corporation was
20 originally incorporated and the date of the incorporation.

21 3. A statement that the official in charge of corporate filings in the
22 jurisdiction in which the corporation was previously incorporated will be
23 provided with a copy of the articles of domestication filed in this state.

24 4. All provisions required to be set forth in articles of
25 incorporation of corporations formed in this state as provided in section
26 10-3202.

27 5. Any provisions that are not inconsistent with the laws of this
28 state and that may be set forth in articles of incorporation of corporations
29 formed in this state.

30 6. A statement that the articles of domestication have been adopted in
31 accordance with section 10-3221 and the dates of actions by THE members and
32 board of directors constituting the adoption.

1 7. A statement that on transfer of domicile the corporation accepts
2 and will be subject to the laws of this state.

3 8. If the jurisdiction in which the corporation was previously
4 incorporated authorized the corporation to issue shares, a statement
5 designating as membership interests any interests formerly designated as
6 shares.

7 Sec. 9. Section 10-3224, Arizona Revised Statutes, is amended to read:

8 10-3224. Recording and posting of articles of domestication

9 ~~Within sixty days~~ After the commission has approved the filing of the
10 articles of domestication, **THE COMMISSION SHALL POST** a copy of the articles
11 of domestication ~~shall be published. An affidavit evidencing the publication~~
12 ~~may be filed with the commission within ninety days after the approval by the~~
13 ~~commission of the filing of the articles of domestication~~ **ON THE COMMISSION'S**
14 **WEBSITE**. If other laws require the domesticated corporation to record its
15 articles of incorporation, the domesticated corporation shall also record the
16 articles of domestication.

17 Sec. 10. Section 10-11006, Arizona Revised Statutes, is amended to
18 read:

19 10-11006. Articles of amendment

20 A. A corporation amending its articles of incorporation shall
21 **ELECTRONICALLY** deliver to the commission for filing articles of amendment
22 setting forth:

- 23 1. The name of the corporation.
- 24 2. The text of each amendment adopted.
- 25 3. The date of each amendment's adoption.

26 4. A statement that the amendment was duly adopted by act of the
27 members or act of the board of directors and, if applicable, with the
28 approval required pursuant to section 10-11030.

29 B. ~~Within sixty days~~ After the commission has approved the filing, **THE**
30 **COMMISSION SHALL POST** a copy of the articles of amendment ~~shall be published.~~
31 ~~An affidavit evidencing the publication may be filed with the commission~~

1 ~~within ninety days after approval by the commission of the filing of the~~
2 ~~articles of amendment~~ ON THE COMMISSION'S WEBSITE.

3 Sec. 11. Section 10-11007, Arizona Revised Statutes, is amended to
4 read:

5 10-11007. Restated articles of incorporation

6 A. A corporation's board of directors may restate its articles of
7 incorporation at any time with or without approval by the members or any
8 other person.

9 B. The restatement may include one or more amendments to the articles
10 of incorporation. If the restatement includes an amendment requiring
11 approval by the members or any other person, it shall be adopted as provided
12 in section 10-11003.

13 C. If the board of directors submits a restatement for member action,
14 the corporation shall notify each member entitled to vote of the proposed
15 membership meeting in writing in accordance with section 10-3705. The notice
16 shall also state that the purpose or one of the purposes of the meeting is to
17 consider the proposed restatement and shall contain or be accompanied by a
18 copy or summary of the restatement that identifies any amendment or other
19 change it would make in the articles.

20 D. If the board of directors submits a restatement for member action
21 by written ballot or written consent, the material that solicits the approval
22 shall contain or be accompanied by a copy or summary of the restatement that
23 also identifies any amendment or other change it would make in the articles
24 of incorporation.

25 E. A corporation restating its articles of incorporation shall
26 ELECTRONICALLY deliver to the commission for filing articles of restatement
27 setting forth the name of the corporation and the text of the restated
28 articles of incorporation together with a certificate setting forth:

29 1. Whether the restatement contains an amendment to the articles
30 requiring approval by any other person other than the board of directors and,
31 if it does not, that the board of directors adopted the restatement.

1 2. If the restatement contains an amendment to the articles requiring
2 approval by the members, a statement that such approval was obtained.

3 3. If the restatement contains an amendment to the articles requiring
4 approval by a person whose approval is required pursuant to section 10-11030,
5 a statement that such approval was obtained.

6 F. Duly adopted restated articles of incorporation supersede the
7 original articles of incorporation and all amendments to them.

8 G. The commission may certify restated articles of incorporation, as
9 the articles of incorporation currently in effect, without including the
10 certificate information required by subsection E of this section.

11 H. ~~Within sixty days~~ After the commission has approved the filing, **THE**
12 **COMMISSION SHALL POST** a copy of the articles of restatement ~~shall be~~
13 ~~published. An affidavit evidencing the publication may be filed with the~~
14 ~~commission within ninety days after approval by the commission of the filing~~
15 ~~of the articles of restatement~~ **ON THE COMMISSION'S WEBSITE.**

16 Sec. 12. Section 10-11008, Arizona Revised Statutes, is amended to
17 read:

18 **10-11008. Amendment pursuant to reorganization**

19 A. A corporation's articles may be amended pursuant to this section
20 without action by the board of directors or members or approval required
21 pursuant to section 10-11030 to carry out a plan of reorganization ordered or
22 decreed by a court of competent jurisdiction under a federal statute or a
23 statute of this state if the articles of incorporation after amendment
24 contain only provisions required or permitted by section 10-3202.

25 B. Before the date of entry of a final decree in the reorganization
26 proceeding, the individual or individuals designated by the court plan shall
27 **ELECTRONICALLY** deliver to the commission articles of amendment setting forth
28 all of the following:

- 29 1. The name of the corporation.
30 2. The text of each amendment contained in the plan of reorganization.
31 3. The date of the court's order or decree confirming the plan of
32 reorganization containing the articles of amendment.

1 2. Management of the limited liability company is reserved to the
2 members and there is a change in the persons who are members.

3 3. Management of the limited liability company is vested in a manager
4 or managers and there is a change in the persons who are managers or in the
5 members who own a twenty per cent or greater interest in the capital or
6 profits interest of the limited liability company.

7 C. A limited liability company may amend its articles of organization
8 if its articles of organization as amended contain only provisions that may
9 be lawfully contained in the articles of organization at the time of making
10 the amendment. In particular and without limitation on the general power of
11 amendment, a limited liability company may amend its articles of organization
12 to:

13 1. Change the name of the limited liability company.

14 2. Change, enlarge or diminish the purposes of the limited liability
15 company.

16 3. If management is reserved to the members of a limited liability
17 company, vest management of the limited liability company in one or more
18 managers.

19 4. If management is vested in one or more managers, vest management of
20 the limited liability company in the members.

21 D. A limited liability company may restate its articles of
22 organization. Restated articles of organization shall be executed and filed
23 in the same manner as articles of amendment. Restated articles of
24 organization shall be specifically designated as such in the heading and
25 shall state either in the heading or in an introductory paragraph the limited
26 liability company's present name and, if it has been changed, all of its
27 former names.

28 E. A limited liability company that has not amended its articles of
29 organization as required by this section may not maintain an action upon or
30 on account of a contract or transaction made in the name of the limited
31 liability company in any court of this state until it has first amended its
32 articles of organization as required by this section. No person has any

1 liability because an amendment to articles of organization has not been filed
2 to reflect the occurrence of any event prescribed by subsection B of this
3 section if the amendment is filed within the thirty-day period specified in
4 subsection B of this section.

5 F. ~~Within sixty days~~ After the commission has approved the filing of
6 the articles of amendment or restated articles of organization, ~~there shall~~
7 ~~be published in a newspaper of general circulation in the county of the known~~
8 ~~place of business for three consecutive publications a copy of~~ THE COMMISSION
9 SHALL POST the articles of amendment or restated articles of
10 organization. ~~An affidavit evidencing publication shall be filed within~~
11 ~~ninety days after approval by the commission of the filing of the amendment~~
12 ~~of the articles of organization. Publication is not required if amendments~~
13 ~~to the articles of organization are made solely in relation to changes in~~
14 ~~managers or members of the limited liability company or changes made pursuant~~
15 ~~to section 29-605~~ ON THE COMMISSION'S WEBSITE.

16 Sec. 14. Section 29-635, Arizona Revised Statutes, is amended to read:

17 29-635. Formation of limited liability company

18 A. Except as provided in section 29-634, subsection D, a limited
19 liability company is formed when the articles of organization are
20 ELECTRONICALLY delivered to the commission for filing, even if the commission
21 is unable to make the determination required for filing by section 29-634,
22 subsection A at the time of delivery. If the articles of organization, as
23 delivered to the commission, do not conform to the filing provisions of this
24 chapter and are not brought into conformance within the time period
25 prescribed by section 29-634, subsection C, paragraph 2, the existence of the
26 limited liability company terminates at the end of the time period.

27 B. A copy of the articles of organization that is filed with the
28 commission and that is stamped "filed" and marked with the filing date is
29 conclusive evidence that all conditions precedent required to be performed by
30 the organizers have been complied with and that the limited liability company
31 has been legally organized and formed under this chapter. A limited
32 liability company continues perpetually unless otherwise provided in its

1 articles of organization or operating agreement or until the limited
2 liability company is dissolved and terminated in accordance with this
3 chapter.

4 C. ~~Within sixty days~~ After the commission has approved the filing,
5 ~~there shall be published in a newspaper of general circulation in the county~~
6 ~~of the known place of business, for three consecutive publications, a notice~~
7 ~~of the filing of such~~ THE COMMISSION SHALL POST THE articles of organization
8 consisting of the information required in section 29-632, subsection A,
9 paragraphs 1, 2, 3, 5 and 6. ~~An affidavit evidencing publication may be~~
10 ~~filed within ninety days after approval by the commission of the filing of~~
11 ~~the articles of organization~~ ON THE COMMISSION'S WEBSITE.

12 Sec. 15. Section 29-754, Arizona Revised Statutes, is amended to read:
13 29-754. Articles of merger or consolidation

14 A. A business entity that survives or results from a merger or
15 consolidation pursuant to this article shall file articles of merger or
16 consolidation with the commission. The articles of merger or consolidation
17 shall:

18 1. Include the plan of merger or consolidation or state that the plan
19 of merger or consolidation is on file at a place of business of the surviving
20 or resulting business entity, including the address of the place of business,
21 and that the surviving or resulting business entity will provide a copy of
22 the plan of merger or consolidation on request and without cost to any person
23 who holds an interest in a business entity that is a party to the merger or
24 consolidation.

25 2. State that each business entity that is a party to the merger or
26 consolidation approved a plan of merger or consolidation in the manner
27 provided by law.

28 3. State the future effective date of the merger or consolidation if
29 it is not effective on the filing of the articles of merger or consolidation.

30 4. If the surviving or resulting business entity is not a business
31 entity organized under the laws of this state, state both of the following:

1 (a) The surviving or resulting business entity agrees that it may be
2 served with process in this state in an action, suit or proceeding for the
3 enforcement of any obligation of any business entity that was organized under
4 the laws of this state and that is a party to the merger or consolidation and
5 for the enforcement of any obligation of the surviving or resulting business
6 entity arising from the merger or consolidation.

7 (b) It irrevocably appoints the commission as its agent to accept
8 service of process in the action, suit or proceeding described in subdivision
9 (a), including the address to which the commission shall mail a copy of the
10 process.

11 5. Include any amendments to the articles of organization of the
12 surviving limited liability company if the surviving or resulting business
13 entity is a limited liability company.

14 B. The articles of merger or consolidation shall be duly executed as
15 follows:

16 1. In the case of a domestic limited liability company, by the member
17 or manager designated in the plan of merger or consolidation.

18 2. In the case of a business entity other than a domestic limited
19 liability company, in the manner provided by law.

20 C. Articles of merger or consolidation shall serve as articles of
21 termination for a limited liability company that is not the surviving or
22 resulting business entity in the merger or consolidation.

23 D. If the articles of merger include amendments to the articles of
24 organization, the document shall be ~~published~~ ELECTRONICALLY DELIVERED TO THE
25 COMMISSION AND POSTED ON THE COMMISSION'S WEBSITE as provided in section
26 29-633. The document required to be filed and ~~published~~ POSTED shall be
27 styled "articles of amendment and merger".

28 Sec. 16. Section 29-1103, Arizona Revised Statutes, is amended to
29 read:

30 29-1103. Posting and annual reports

31 A. ~~Within sixty days~~ After the ELECTRONIC filing with the secretary of
32 state of a statement of qualification, ~~there shall be published in a~~

1 ~~newspaper of general circulation in the county of the limited liability~~
2 ~~partnership's chief executive office, or if the limited liability~~
3 ~~partnership's chief executive office is not located in this state, in the~~
4 ~~county of the limited liability partnership's office in this state, or if~~
5 ~~none, the county of the limited liability company's statutory agent, for~~
6 ~~three consecutive publications,~~ THE SECRETARY OF STATE SHALL POST a copy of
7 the statement of qualification. ~~An affidavit evidencing publication shall be~~
8 ~~filed with the secretary of state within ninety days after the filing of the~~
9 ~~statement of qualification~~ ON THE SECRETARY OF STATE'S WEBSITE.

10 B. A limited liability partnership and a foreign limited liability
11 partnership authorized to transact business in this state shall file an
12 annual report with the office of the secretary of state that sets forth all
13 of the following:

14 1. The name of the limited liability partnership and the state or
15 country under whose laws the foreign limited liability partnership is formed
16 or created.

17 2. The current street address of the office required to be set forth
18 in section 29-1101, subsection C, paragraph 2.

19 3. The name and street address of its agent for service of process in
20 this state.

21 C. An annual report must be filed between January 1 and April 30 of
22 each year following the calendar year in which a partnership or limited
23 partnership files a statement of qualification or a foreign partnership
24 becomes authorized to transact business in this state.

25 D. The secretary of state may administratively revoke the statement of
26 qualification of a partnership or limited partnership if the secretary of
27 state determines that the statement of qualification does not conform to the
28 filing provisions of this article or if the limited liability partnership
29 fails to ~~file an affidavit of publication within the time required by~~
30 ~~subsection A of this section or~~ file an annual report when due or to pay the
31 required filing fee. The secretary of state must provide the limited
32 liability partnership at least sixty days' written notice of the intent to

1 revoke the statement. The notice shall be mailed to the limited liability
2 partnership at its office set forth in the last filed statement of
3 qualification or annual report. The notice must specify the nonconformance,
4 ~~the affidavit of publication that has not been filed,~~ the annual reports that
5 have not been filed, or the fees that have not been paid, and the future
6 effective date of revocation. The revocation will not be effective if the
7 specified filing requirements, ~~affidavit of publication~~ or annual reports are
8 filed and the specified fees are paid prior to the specified effective date
9 of revocation.

10 E. A revocation under subsection D of this section only affects a
11 partnership's or limited partnership's status as a limited liability
12 partnership and does not constitute an event of dissolution of the
13 partnership or limited partnership.

14 F. A partnership or limited partnership whose statement has been
15 administratively revoked may apply to the secretary of state for
16 reinstatement within two years after the effective date of the revocation.
17 The application shall recite the name of the partnership or limited
18 partnership and the effective date of the revocation and state that the
19 grounds for revocation either did not exist or have been corrected. If
20 another corporation or partnership has adopted the name of the limited
21 liability partnership or another person has adopted the name of the limited
22 liability partnership as a trade name, the application shall be accompanied
23 by an amendment to the statement of foreign qualification that is in
24 accordance with section 29-1105 and that adopts a new name for the limited
25 liability partnership that complies with section 29-1102.

26 G. A reinstatement under subsection F of this section relates back to
27 and takes effect as of the effective date of the administrative revocation,
28 and the partnership's or limited partnership's status as a limited liability
29 partnership continues as if the administrative revocation never occurred.

30 H. An amendment to the statement of qualification shall be filed by a
31 limited liability partnership or foreign limited liability partnership not
32 later than sixty days after the occurrence of any of the following:

- 1 1. A change in the name of the limited liability partnership.
- 2 2. A change in the address of the chief executive office of the
- 3 partnership.
- 4 3. The partnership or limited partnership has knowledge that a
- 5 material statement in the statement of qualification was false or inaccurate
- 6 when made or that any facts described therein have changed, making the
- 7 statement of qualification inaccurate in any material respect.
- 8 I. An amendment to the statement of qualification may be filed for any
- 9 other proper purpose. The filing of a statement of cancellation by or on
- 10 behalf of a partnership or limited partnership pursuant to this section shall
- 11 be effective only to cancel the partnership's or limited partnership's
- 12 qualification as a limited liability partnership and, unless it specifically
- 13 so provides, shall not indicate the dissolution of the partnership or limited
- 14 partnership. Upon any revocation or the filing of any statement of
- 15 cancellation, the secretary of state shall be the agent for service of
- 16 process in any action, suit or proceeding based upon any cause of action
- 17 arising during the time the limited liability partnership was qualified under
- 18 section 29-1101 or the foreign limited liability partnership was authorized
- 19 to transact business in this state."

20 Amend title to conform

SAMUEL T. CRUMP, SR.

2261-se-crump
2/27/09
1:41 PM
H:jjb